

# **BYLAWS of the SMB, INC.**

(as adopted in January 2013)

## **ARTICLE I OFFICES**

The principal office of the Society for Mathematical Biology (Society) shall be located at the office of its President, who shall upon assuming office notify the members of the Society in the next newsletter of the correct postal address. The Society shall maintain a registered office and resident agent in the State of Michigan, the place of incorporation under the Michigan Nonprofit Corporation Act (Act). The Society may have such other offices as the Board of Directors may determine from time to time.

## **ARTICLE II MEMBERS**

### Section 1. Membership

Scientists who share the stated purposes of the Society and who have educational, research, or practical experience in mathematical biology or in an allied scientific field shall be eligible for regular membership.

### Section 2. Membership Applications

The membership committee shall evaluate the qualifications of the applicants and shall make recommendations for acceptance or rejection of each application on the basis of procedures subject to approval of the majority of the directors. Any applicant who has been disapproved by the membership committee or any sponsor of such applicant shall have the privilege of review by the Board of Directors and thereafter, in the event of dissatisfaction, such disappointed applicant or the applicant's sponsor shall have the privilege of review by the membership at large at the next regular membership meeting. The decision of the membership in such circumstances shall be final.

### Section 3. Voting Rights

Each regular member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Members shall be deemed in good standing if their dues are current.

### Section 4. Termination of Membership

The Board of Directors, by affirmative vote of two-thirds of the Board, may suspend or expel a member for cause after an appropriate hearing, provided, however, that any suspension or termination action by the Board of Directors may be appealed to the membership at the next regular meeting for final determination by majority vote of the membership. At any such hearing before the Board of Directors, the member subject to membership termination shall be given a reasonable opportunity to be heard. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay dues or other charges theretofore accrued and unpaid.

### Section 5. Membership Not Transferable

Membership in the Society is not transferable or assignable.

### Section 6. Associates

Individuals who share the purpose of the Society and wish to further its goals may become Associates. Associates are not members and cannot vote on propositions or candidates for office.

- A. Senior Associates. Scientists who have interests overlapping the field of mathematical biology and who share in the stated purposes of the Society, shall be eligible to become Senior Associates with all the privileges of regular members, except the right to vote. The annual fee for Senior Associates shall be determined by the Board of Directors.
- B. Student Associates. Students who share the stated purposes of the Society and who are engaged in graduate work, including persons who have recently received their Ph.D.'s and who are engaged in graduate or post-doctoral research in mathematical biology or in an allied scientific field, shall be eligible to become Student Associates, with all privileges of regular members except for the right to vote. The fee for Student Associates and the number of years permitted in their category shall be determined by the Board of Directors.

- C. Honorary Fellows. Scientists who share the stated purposes of the Society and who have made unusually outstanding contributions to the field of mathematical biology or an allied scientific field, either in research or education or practical accomplishment, shall be eligible to become Honorary Fellows. The admission of Honorary Fellows shall be rare and their number shall be small. Honorary Fellows shall enjoy all privileges except the right to vote on propositions or candidates for office, and they shall not be required to pay dues.

### **ARTICLE III MEETINGS OF MEMBERS**

#### Section 1. Annual Meetings

A meeting of the Society for transacting business, presenting communications, and related activities shall ordinarily be held in each calendar year at a time and place determined by the Board.

#### Section 2. Special Meetings

Special meetings of the Society shall be held at such times and places as the Board may determine.

#### Section 3. Quorum

At all business meetings of the Society fifteen regular members or five percent of the members, whichever is smaller, shall constitute a quorum.

#### Section 4. Parliamentary Authority

The rules contained in Roberts Rules of Order Revised, shall govern the conduct of the business meetings of the Society in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or special rules of order of the Society.

#### Section 5. Participation in Meetings

A member may participate in a meeting of members by a conference telephone or other means of remote communication that permits all persons that participate in the meeting to communicate with all the other participants. All participants shall be advised of the means of remote communication. Participation in a meeting under this section constitutes presence in person at the meeting.

The board of directors may hold a meeting of members that is conducted solely by means of remote communication.

Subject to any guidelines and procedures adopted by the board of directors, members that are not physically present at a meeting of members may participate in the meeting by a means of remote communication and are considered present in person and may vote at the meeting if all of the following are met:

(a) The corporation implements reasonable measures to verify that each person that is considered present and permitted to vote at the meeting by means of remote communication is a member.

(b) The corporation implements reasonable measures to provide each member a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings.

(c) If any member votes or takes other action at the meeting by a means of remote communication, a record of the vote or other action is maintained by the corporation.

### **ARTICLE IV BOARD OF DIRECTORS**

#### Section 1. Name

The Board of Directors shall also be known as the Board. Individual members may be designated as directors.

#### Section 2. General Powers

The offices of the Society shall be managed by the Board of Directors in accordance with the Act, the Articles of Incorporation, and these Bylaws, and in accordance with Internal Revenue Service laws and regulations concerning tax-exempt organizations.

### Section 3. Number, Election and Term of Office

The number of directors shall be eight, except as reduced by vacancies as described in Article VI, Section 4. They comprise the president, the presidential officer serving as vice president, and six members-at-large. Election and terms of office of the presidential members are as described in Articles V and VI. Three members-at-large shall be elected by the voting membership of the Society every second year, each to serve for a term of four years. Election of replacement members-at-large shall be as set forth in this Article, section 7. Newly elected members shall take office during the year of their election at a time designated by the Board of Directors.

### Section 4. Regular Meeting

The regular meeting of the Board of Directors shall be held in conjunction with the annual meeting of members.

### Section 5. Special Meetings

Special meetings of the Board of Directors shall be called at the request of the president or any two directors. Notice of the meeting shall be given at least seven days previously. A member of the board or of a committee designated by the board may participate in a meeting by means of conference telephone or other means of remote communication if all individuals who are participating in the meeting can communicate with the other participants. Participation in a meeting under this subsection constitutes attendance in person at the meeting.

### Section 6 (Repealed)

### Section 7. Quorum and Decisions

A simple majority of the directors shall constitute a quorum for transaction of business at any meeting or for any vote of the Board of Directors. Each measure put to a vote shall be deemed to have passed if it has been accepted by a simple majority of the quorum voting. A tie vote is interpreted as failure to pass.

### Section 8. Vacancies

Any position on the Board of Directors that has been vacated by a member-at-large shall be filled by an appointee of the Board of Directors until expiration of the vacating member's term of office if such occurs within a year, or otherwise until the replacement member-at-large for that position takes office. The replacement member-at-large shall be elected at the next election of members-at-large of the Board. Each replacement member-at-large shall serve out the remainder of the term of the director he or she replaced. A position on the Board vacated by a presidential officer shall be managed as set forth in Article VI, Section 4.

### Section 9. Succession

Any former member of the Board of Directors, including presidential officers, may be nominated to run for election again, without limit, except that no one may serve more than two consecutive terms.

### Section 10. Compensation

Directors as such shall not receive any stated salaries for their services, but they may receive reimbursement for actual expenses of attending meetings and conducting other Society business.

### Section 11. Special Duties of the Board

In addition to other duties of the Board of Directors under these Bylaws, the Articles of Incorporation, and other applicable law, the Board of Directors shall plan scientific meetings, establish financial policies of the Society; obtain an annual audit of Society finances; and authorize employment of legal counsel and other professional and technical assistance for the Society when necessary or desirable. They shall report to the members at their annual meeting as to all such actions and matters.

## **ARTICLE V NOMINATION AND ELECTION OF THE BOARD OF DIRECTORS**

### Section 1. Nominating Committee

The Board of Directors shall select a nominating committee composed of three of its members, plus two members of the Society who are not members of the Board. The nominating committee shall provide a slate of a minimum of two nominees for the position of President-elect and a number of nominees for Board of

Directors which is at least twice the number of positions to be filled. The nominating committee shall communicate with the proposed nominees in order to ascertain in advance their willingness to serve if elected. The nominating committee shall submit the final slate of nominees for the Board of Directors, including only nominees who have agreed to serve if elected, to the Secretary of the Society, who shall communicate the slate to the regular membership of the Society, clearly specifying the number of vacancies to be filled.

#### Section 2. Elections

The Secretary shall be responsible for sending the ballot to all regular members. The Secretary shall promptly present the results to the Board of Directors and notify the members in writing not later than one month thereafter. Nominees receiving the highest number of votes shall be deemed elected, up to the number of vacancies.

### **ARTICLE VI OFFICERS**

#### Section 1. Officers and Assistants

The officers of the Society shall be the president, the president-elect or the immediate-past-president, a secretary, and a treasurer. In alternate years, the president-elect or the immediate-past-president shall function as vice president. The Board of Directors may elect or appoint such assistant secretaries or assistant treasurers as it shall deem desirable, with such duties and authority as may be prescribed from time to time by the Board of Directors.

#### Section 2. Election and Terms of Presidential Office

Every two years a president-elect shall be elected by the voting membership at the time of electing new members-at-large of the Board of Directors. This newly elected officer shall serve one year as president-elect and vice president, followed by a term of two years as president, concluding with a fourth year as immediate-past-president and vice president. The immediate-past-president serves primarily in an advisory capacity to the new president.

#### Section 3. Appointment and Terms of Office of the Secretary and Treasurer

Each incoming president, with approval of the Board of Directors, shall appoint a secretary and a treasurer to serve during his or her two-year term of office.

#### Section 4. Vacancy

Any vacancies in the office of secretary or treasurer shall be filled by a presidential appointee approved by the Board of Directors. A vacancy in the office of immediate-past-president will not be filled. A vacancy in the office of president-elect will not be filled. At the next annual election for members-at-large of the Board of Directors, a replacement will be elected to serve the remainder of presidential terms of office for that position. A vacancy in the office of president will be filled by the officer currently serving as vice president. If the vacancy occurs in the first year of presidential office, at the next annual election for members-at-large of the Board of Directors a replacement will be elected to serve the remainder of presidential terms of office for that position. If there is no officer currently serving as vice president, a president appointed by the Board of Directors from its own members will serve out the remainder of that year of office. The Board of Directors shall continue to function by the usual Society regulations though temporarily decreased in size.

#### Section 5. Powers and Duties

The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors or authorized by the Articles of Incorporation and by law. In addition to the foregoing, the officers shall have and discharge the following duties:

- A. President. It shall be the duty of the president to preside over the annual meeting of the Society, to serve as chair of the Board of Directors, and to carry out other activities usually pertaining to that office.
- B. Vice President. The presidential officer currently serving as vice president shall serve in the place of the president in his or her absence.

- C. Secretary. The secretary of the Society shall carry out duties that usually pertain to that office and as may be assigned by the president.
- D. Treasurer. The treasurer may, in accordance with general policies established by the Board of Directors, open and maintain bank accounts or other investments of the Society, receive and expend funds for the Society, and shall be responsible for the filing of tax reports, paying any taxes due, and handling financial accounts and performing such other duties as are usually pertaining to this office or are assigned from time to time by the president or Board of Directors. The treasurer shall be bonded.

## **ARTICLE VII STANDING COMMITTEES**

### Section 1. Publications Committee

A Publications Committee composed of at least three members of the Society appointed by the Board shall be responsible for management of the publications of the Society and negotiating contracts. The term of each member of the Publications Committee shall be three years and shall be renewable subject to approval of the Board of Directors. The Board shall designate the chair of the committee who shall be an ex-officio member of the Board, without vote. The President and Treasurer shall be ex-officio members of the Publications Committee without vote. The committee shall have the power to appoint publication boards for the Society's publications, (subject to Board approval). The committee shall present an annual report on publications and policies to the Board for approval and present an annual budget coordinated through the Treasurer to the Finance Committee for its approval and recommendation to the Board.

### Section 2. Finance Committee

A Finance Committee composed of three regular members of the Society appointed by the Board, shall receive the total coordinated budget proposals annually from the Treasurer and shall recommend the annual budgets, reserve funds and investments of the Society, subject to approval by the Board. The term of each member of the Finance Committee shall be three years and shall be renewable subject to approval by the Board of Directors. The Board shall designate the chair of the committee who shall be an ex-officio member of the Board, without vote. The President-elect, Treasurer, and chair of the publications committee shall be ex-officio members of the Finance Committee without vote.

### Section 3. Membership Committee

A Membership Committee selected by the President and approved by majority vote of the Board shall receive and review applications for membership. The requirements for membership shall be approved by the Board. The term of each member of the Membership Committee shall normally be three years; a member shall not be eligible for immediate reappointment. The chair of the committee shall be designated by the Board.

### Section 4.

The Board may appoint such special and other standing committees as it deems necessary or that are voted by the Society. It may designate the chair of such committees and establish guidelines for their operation.

### Section 5.

The Board may appoint and compensate such professional and secretarial personnel it deems necessary to assist any committee in carrying out its duties.

### Section 6.

The Board may name regular members of the Society as representatives to other organizations whenever it deems such action desirable.

### Section 7.

Details of customary modi operandi may be incorporated in Procedural Manuals for the committee and officers of the Society. Such details may be updated by the Board of Directors as needed.

## **ARTICLE VIII DUES**

### Section 1. Annual Dues

The Board of Directors shall determine from time to time the amount of initiation fees, if any, and annual

dues payable to the Society for regular members and by student members, and shall give appropriate notice to the members.

Section 2. Payment of Dues

Annual dues are payable upon receipt of the invoice from the Treasurer. Prior to the following July 1 of each year, members may be reinstated upon payment of dues in arrears as of that date; otherwise, they shall be dropped from membership. Members admitted prior to July 1 shall be billed for dues for the current calendar year; members admitted after July 1 shall begin paying dues and receiving privileges commencing the following January 1.

**ARTICLE IX  
BUSINESS AND FINANCIAL MATTERS**

Section 1. Contracts, Checks, Deposits, and Funds

The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or may be confined to specific instances. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the Society. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select. The Board of Directors may accept on behalf of the Society any contribution, gifts, bequest, or devise for any purpose of the Society.

Section 2. Books and Records

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and the membership committee, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Society may be inspected by any members, or their agent or attorney, for any proper purpose at any reasonable time.

Section 3. Fiscal Year

The fiscal year of the Society shall begin on the first day of March in each year and end at midnight on the last day of February of the following year.

**ARTICLE X  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Act., or under provisions of the Articles of Incorporation and these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

**ARTICLE XI  
AFFILIATION**

The Society may from time to time affiliate with other organizations. Proposals for affiliation with other organizations may be initiated by petition to the Board of Directors, signed by ten members of the Society. To become effective, such proposals must be approved by a majority of the Board of Directors, provided, however, that prior notice that such a proposal shall be presented must be served upon the directors prior to the last previous business meeting of the Board of Directors in order to afford an opportunity for full discussion at the prior meeting as well as the meeting at which the proposal is voted upon. Such action by a majority of the Board of Directors shall not become effective until ratified by two-thirds of members of the Society voting thereon.

**ARTICLE XII  
TAX-EXEMPT STATUS**

The purposes of the Society shall include those set forth in Article II of the Articles of Incorporation, provided, however, that it shall exercise only such powers as are in furtherance of its tax-exempt purposes as set forth in the United States Internal Revenue Code and the applicable regulations. In accordance with the law and regulations governing tax-exempt organizations, and in accordance with Article VII of the Articles of Incorporation, in the event of dissolution of the Society for Mathematical Biology, all assets shall be distributed to such non-profit corporations as may exist for tax-exempt purposes within the meaning of Section 501(c)(3) Internal Revenue Code of the United States, as may be selected by the members of this Society; the corporate assets of the Society for Mathematical Biology shall in no event be distributed to its members, directors, or officers.

### **ARTICLE XIII AMENDMENTS**

#### **Section 1. Presentation**

Amendments to these Bylaws may be proposed to the Board by any regular member.

#### **Section 2. Adoption**

These Bylaws may be amended by majority vote of the Board of Directors that is ratified by two-thirds of those members of the Society voting. At least six weeks notice must be given to all members of any proposed change in the Bylaws of the Society.